
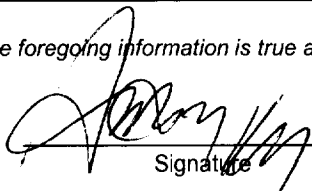


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\Rightarrow \Rightarrow \Rightarrow$	REC T	 101945739	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.			
1. Name of conveying party(ies): <u>Interealty Corp.</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Ableco Finance LLC</u> Internal Address: _____ Street Address: <u>425 Park Avenue</u> City: <u>NY</u> State: <u>NY</u> Zip: <u>10022</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>October 16, 2001</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>See attached schedule A</u> B. Trademark Registration No.(s) <u>See attached schedule A</u> Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Scott M. Kareff</u> Internal Address: <u>Schulte Roth & Zabel LLP</u> _____ _____ Street Address: <u>919 Third Avenue</u> _____ City: <u>NY</u> State: <u>NY</u> Zip: <u>10022</u>	6. Total number of applications and registrations involved: 22 7. Total fee (37 CFR 3.41).....\$ <u>565</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>Schulte Roth & Zabel - 500675</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>		
DO NOT USE THIS SPACE			
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Scott M. Kareff</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>December 4, 2001</u> Date </div> </div> <div style="text-align: right; margin-top: 10px;"> 9 </div>			

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

01/11/2002 DBYRNE 00000218 500675 1886588

01 FC:481 40.00 CH
 02 FC:482 525.00 CH

TRADEMARK
REEL: 002422 FRAME: 0598

Mark	Application No.	Registration No.
MLEXCHANGE	75/834,444	
ALTAIRA		1,886,588
ANSWERLINK		2,388,999
BROWSERLINK		2,244,005
INTEREALTY		2,158,881
INTEREALTY		2,158,882
INTEREALTY		2,199,309
INTEREALTY		2,200,941
INTEREALTY		2,199,308
MLS PASSPORT	75/831,061	
MLS PASSPORT		2,369,844
NET.MLS		2,354,161
POWERFUL SOULTIONS FOR REAL ESTATE PROFESSIONALS		2,240,291
PROPERTYCHANNEL		2,248,390
PROPERTYPRESS		2,239,925
STELLARVISION		1,926,857
STELLAR II		1,930,402
TASKLINK		2,207,152
STELLARVISION		1,928,868
STELLAR II		1,928,869
STELLARTAX		1,930,401
MLXCHANGE	75/856,139	

ASSIGNMENT FOR SECURITY(TRADEMARKS)

WHEREAS, INTEREALTY CORP. (the "Assignor") has made certain representations and warranties in the Security Agreement (as defined below) and related documents with respect to the trademarks and service marks listed on the annexed Schedule 1 A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated October 16, 2001 (the "Security Agreement"), in favor of ABLECO FINANCE LLC, as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment for Security to be duly executed by its officer thereunto duly authorized as of October 16, 2001.

INTEREALTY CORP.

By:

H. Anganu
Name: Hema Anganu
Title: Authorized Officer


AFFIDAVIT OF CORPORATE SIGNING AUTHORITY

C A N A D A)
PROVINCE OF ONTARIO)
TO WIT:)

I, Hema Anganu, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

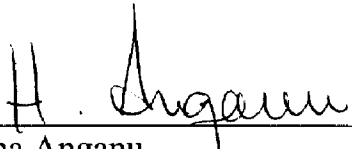
1. I am an officer or director or duly authorized signatory of INTEREALTY CORP., a Colorado corporation (the "Corporation"), named in the within or annexed instrument.
2. I am authorized by the Corporation to execute the within instrument.

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario,
this 10th day of October, 2001



Ruth Klein

A Notary Public in and for the
Province of Ontario



Hema Anganu
Authorized Officer

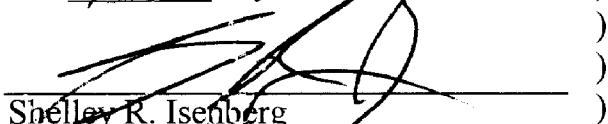
C A N A D A)
PROVINCE OF ONTARIO)
TO WIT:)

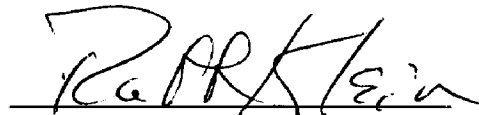
AFFIDAVIT OF EXECUTION

I Ruth Klein, of the City of Toronto, in the province of Ontario, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, make oath and say:

1. I was personally present and did see Hema Anganu, who is personally known to me to be the duly authorized signatory of INTEREALTY CORP., a Colorado corporation (the "Corporation"), duly sign and execute the foregoing instrument for the purposes named therein.
2. That the instrument was executed at the City of Toronto, in the Province of Ontario, and that I am the subscribing witness thereto.
3. That I know the said Hema Anganu and she is in my belief of the full age of twenty-one years.

SWORN BEFORE ME at the City of)
Toronto, in the Province of Ontario,)
this 16th day of October, 2001)


Shelley R. Isenberg)
A Notary Public in and for the)
Province of Ontario)


Ruth Klein

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARKS APPLICATIONS)

SEE ATTACHED PAGE

Mark	Application No.	Registration No.
MLEXCHANGE	75/834,444	
ALTAIRA		1,886,588
ANSWERLINK		2,388,999
BROWSERLINK		2,244,005
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